

DURABLE POWER OF ATTORNEY
WITH GIFTING AUTHORITY

(V.A.T.S. Probate Code, §481, et seq.)

THE STATE OF TEXAS :
:
COUNTY OF WICHITA :

That I, **DAVID GLEN HUGHES**, 2905 PENNSYLVANIA STREET, WICHITA FALLS, TEXAS 76309, have made, constituted and appointed, and by these presents do make, constitute, and appoint, **CHARLOTTE RENEE HUGHES**, 5109 DEWEY STREET, WICHITA FALLS, TEXAS 76306, as my true and lawful Agent and Attorney-in-Fact with full power of substitution to do any and every act, exercise any and every power which I might or could do or exercise through any other persons, and which he shall deem proper or advisable and for my best interests intending hereby to vest in said Agent a full and universal Power of Attorney to do and perform for and in my behalf all and every act of any kind whatsoever requisite and necessary to be done by me, to all intents and purposes, and as fully as I might or could do if I were personally present. In the event that **CHARLOTTE RENEE HUGHES** is unable to act as my said Agent and Attorney-in-Fact, then I do make, constitute, and appoint, **CAROL ANN HANSARD**, 4507 CORONADO #24C, WICHITA FALLS, TEXAS 763010, as my true and lawful Agent and Attorney-in-Fact with full power of substitution to do any and every act, exercise any and every power which I might or could do or exercise through any other persons, and which he shall deem proper or advisable and for my best interests intending hereby to vest in said Agent a full and universal Power of Attorney to do and perform for and in my behalf all and every act of any kind whatsoever requisite and necessary to be done by me, to all intents and purposes, and as fully as I might or could do if I were personally present.

Without restricting in any manner the extent of the complete and universal powers and authorities which I intend to vest in said Agent by the execution of this instrument, the said Agent is also granted authority to do and perform the following:

1. To act for and in my behalf with reference to my business in general, as well as with reference to all properties owned by me, whether personal properties or real properties, and whether said properties are individually owned by me, or are owned by me in common or in partnership with other parties.

2. To sell and convey, or mortgage properties owned by me, or to sell or assign stocks or bonds owned by me, and the authority to execute and deliver to third parties any and all types of instruments pursuant to and necessary for the consummation of the powers and authorities herein granted to said Agent.

3. To execute in my behalf oil and gas leases, with or without pooling provisions, assignments of oil and gas leases, assignments of overriding royalty interests or production payments, interests covering mineral or leasehold properties owned by me or agreements authorizing the pooling of said interests, on such terms and conditions as shall be deemed advisable by my said Agent as well as the authority to execute contracts and agreements of any other nature in connection with said mineral or leasehold properties, including the signing of pipeline division or transfer orders in connection with same.

4. To sign checks drawn on any accounts maintained by me in any banking institution, or to make withdrawals from any savings accounts registered in my name, or to endorse checks payable to my order.

5. To ask, demand, sue for, recover, collect, receive and hold, and possess, all such sums of money, debts, dues, bonds, notes, checks, drafts, accounts, deposits, legacies, bequests, devises, interest, dividends, stock certificates, certificates of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, documents of title, chooses in action, personal and real property, intangible and tangible property and property rights, and demands whatsoever, liquidated or unliquidated, as are now, or shall hereafter become owned by me, or due, owing, payable or belonging to me, or in which I have or may acquire an interest, and to have, use and take all lawful ways and means and legal and equitable remedies, procedures, and writs in my name and for the collection and recovery thereof, and to compromise, settle and agree for the same, and to make, execute and deliver for me, and in my name all endorsements, acquittances, releases, receipts or other sufficient discharges for the same.

6. To lease, purchase, exchange and acquire, and to bargain, contract and agree for the lease, purchase, exchange, and acquisition of, and to take, receive and possess any real or personal property whatsoever, tangible or intangible, or interest therein, on such terms and conditions, and under such covenants as said attorney-in-fact shall deem proper.

7. To improve, repair, maintain, manage, insure, rent, lease, sell, release, convey, subject to liens, mortgage and hypothecate, and in any way or manner deal with all or any part of any real or personal property whatsoever, tangible or intangible, or any interest therein, which I now own or may hereafter acquire, for me and in my name and under such terms and conditions, and under such covenants as said attorney shall deem proper.

8. To sell, convey and deliver deeds to any or all real estate owned by me and to any purchaser thereof, for such price and consideration as my attorney deems, in his discretion, to be adequate.

9. To sign, endorse, execute, acknowledge, deliver and receive such application, contracts, agreements, options, covenants, deeds, conveyances, trust deeds, security agreements, bills of lading, warehouse receipts, documents of exchange, notes, stock certificates, proxies, warrants, commercial paper, receipts, withdrawal receipts and deposits of instruments relating to accounts or deposits in, or certificates of deposit of, banks, savings and loan or other institutions or associations, proofs of mortgages, judgments, liens, security agreements, and other debts and obligations, and such other instruments in writing of whatever kind or nature as may be necessary or proper in the exercise of the rights and powers herein granted.

10. To employ accountants, attorneys, domestic servants, nurses, doctors, dentists and/or farm laborers for the care and preservation of my property, both real and personal.

11. To purchase and maintain for me any amount of United States Government obligations which are eligible for redemption at face value in the payment of federal estate taxes; to borrow money and sign my name to any promissory note for such purposes, including, but not limited to, a note restricting my liability thereon to my separate property; to pledge any property of mine, including, but not limited to, such Government obligations as security for any such loan; to collect any of the proceeds or any coupons which may become due thereon; and to partition my interest in any such Government obligations.

12. To renounce and disclaim any property or interest in property or powers to which for any reason and by any means I may become entitled, whether by gift, testate or intestate succession; to release or abandon any property or interest in property or powers which I may

now or hereafter own, including any interests in or rights over trusts (including the right to alter, amend, revoke or terminate) and to exercise any right to claim an elective share in any estate or under any will, and in exercising such discretion, my attorney may take into account such matters as shall include, but shall not be limited to, any reduction in estate or inheritance taxes on my estate, and the effect of such renunciation or disclaimer upon persons interested in my estate and persons who would receive the renounced or disclaimed property.

13. To represent me in all tax matters; to prepare, sign and file federal, state, and/or local income, gift and other tax returns of all kinds, including joint returns, FICA returns, payroll tax returns, claims for refunds, requests for extensions of time, petitions to the tax court or other courts regarding tax matters, and any and all other tax related documents, including, but not limited to, consents and agreements under Section 2032A of the Internal Revenue Code or any successor section thereto and consents to split gifts, closing agreements and any power of attorney form required by the Internal Revenue Service and/or any state and/or local taxing authority with respect to any tax year; to pay taxes due, collect and make such disposition of refunds as my attorney shall deem appropriate, post bonds, receive confidential information and contest deficiencies determined by the Internal Revenue Service and/or any state and/or local taxing authority; to exercise any elections that I may have under federal, state or local tax law; and generally to represent me or obtain professional representation for me in all tax matters and proceedings of all kinds and for all periods before all officers of the Internal Revenue Service and state and local authorities; to engage, compensate and discharge attorneys, accountants and other tax and financial advisers and consultants to represent and/or assist me in connection with any and all tax matters involving or in any way related to me or any property in which I have or may have any interest or responsibility.

14. To indemnify and hold harmless any third party who accepts and acts under this Power of Attorney.

DK 15. To begin or continue a program for the making of taxable or nontaxable gifts to or for the benefit of any person or persons, including my spouse, my lineal or adoptive descendants, the spouse of any thereof, or a beneficiary of any trust created by me during my lifetime, or of any instrument executed by me which my Agent in good faith believes to be my validly executed and existing Last Will and Testament at the time of any such gift, including each of my Agents who are one of the foregoing named persons or a member of one of the foregoing named classes of persons, by transferring to or for the benefit of one or more of any such persons all or any part of my property (excluding always so much thereof as my Agent deems to be needed for my care, comfort and support in the same manner as I am now accustomed) in such amounts and as and when my Agent may deem proper, with or without consideration of my prior gifts, my then estate and any such person's needs or other property. Provided, however, any authority granted herein to my Agent shall be limited to prevent this General Power of Attorney from causing: (i) my Agent to be taxed on any part of my income; (ii) any portion of my estate to be the subject of a general power of appointment (as that term is defined by Section 2041 of the Internal Revenue Code of 1986, as amended) deemed to be held by my Agent; (iii) my Agent to possess any incidents of ownership (within the meaning of Section 2042 of the Internal Revenue Code of 1986, as amended) with respect to any life insurance policies insuring their respective lives; and (iv) any trust to continue beyond the shorter of: (a) the maximum time permitted by the terms of the instrument creating such trust or (b) applicable law.

16. Without endeavoring to enumerate in detail the grant hereby to my said Agent, it is my intention by the execution of this instrument to empower and authorize said Agent to do and perform in my behalf and without any restriction whatever each and every act which I could take or perform myself with reference to my properties and business affairs if I were personally present. If not otherwise adequately described herein, this Power Of Attorney is to authorize my Agent and attorney-in-fact to act for me in all of the following described transactions as more particularly described in the Texas Durable Power Of Attorney Act:

- (A) real property transactions;
- (B) tangible personal property transactions;
- (C) stock and bond transactions;
- (D) commodity and option transactions;
- (E) banking and other financial institution transactions;
- (F) business operating transactions;

00006018 OR Vol 3844 Pg 153

- (G) insurance and annuity transactions;
- (H) estate, trust, and other beneficiary transactions;
- (I) claims and litigation;
- (J) personal and family maintenance;
- (K) benefits from social security, Medicare, Medicaid, or other governmental programs or civil or military service;
- (L) retirement plan transactions;
- (M) tax matters.

17. To execute, deliver, and accept any legal instruments relating to the purchase of real property and to any borrowing for the purchase, including but not limited to deeds, notes, deeds of trust, guaranties, and closing statements.

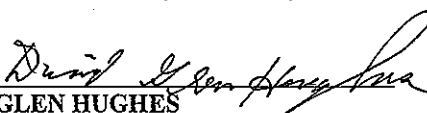
18. My attorney may not be obligated to furnish bond or other security.

I further represent to any and all persons dealing with my said Agent named above that this Power of Attorney granted by me may be voluntarily revoked by a revocation of same by me which I shall execute and enter of record in the Office of the County Clerk of Wichita County, Texas. I agree that any third party who receives a copy of this document may act under it. Revocation of the durable power of attorney is not effective as to a third party until the third party receives actual notice of the revocation. I agree to indemnify the third party for any claims that arise against the third party because of reliance on this power of attorney.

THE POWERS AND AUTHORITIES GRANTED HEREIN TO MY SAID AGENT SHALL NOT TERMINATE AND SHALL BECOME IRREVOCABLE IN THE EVENT OF MY INCAPACITY OR DISABILITY, IN ACCORDANCE WITH THE PROVISIONS OF THE DURABLE POWER OF ATTORNEY ACT OF THE STATE OF TEXAS.

NOTICE: THE POWERS GRANTED BY THIS DOCUMENT ARE BROAD AND SWEEPING. THEY ARE EXPLAINED IN THE DURABLE POWER OF ATTORNEY ACT, CHAPTER XII, TEXAS PROBATE CODE. IF YOU HAVE ANY QUESTIONS ABOUT THESE POWERS, OBTAIN COMPETENT LEGAL ADVICE. THIS DOCUMENT DOES NOT AUTHORIZE ANYONE TO MAKE MEDICAL AND OTHER HEALTH-CARE DECISIONS FOR YOU. YOU MAY REVOKE THIS POWER OF ATTORNEY IF YOU LATER WISH TO DO SO EXCEPT AS LIMITED HEREIN.

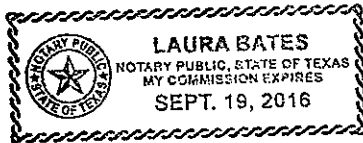
This Power of Attorney is EXECUTED by me on the 21st day of February, 2013.


DAVID GLEN HUGHES

THE STATE OF TEXAS :
:
COUNTY OF WICHITA :

This instrument was acknowledged before me on the 21 day of February, 2013, by
DAVID GLEN HUGHES.

[seal]



Laura Bates

Notary Public, State of Texas

AFTER RECORDING RETURN TO:

DAVID GLEN HUGHES
2905 PENNSYLVANIA STREET
WICHITA FALLS, TX 76310

PREPARED IN THE LAW OFFICES OF:

ELDER, BICKINGS & SPURGERS
3415 MCNIEL, SUITE 102B
WICHITA FALLS, TX 76308